

RECORDATION NO 30465  
FILED  
November 2, 2012 04:00 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

November 2, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of November 5, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Infinity Transportation, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

[Lessee: Amalgamated Sugar Company, LLC  
34495 State Highway 22  
Genoa, NE 68640]

Chief  
Section of Administration  
November 2, 2012  
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars: ITFX 1054 – ITFX 1073.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized, flowing script.

Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO 30465  
FILED  
November 2, 2012 04:00 PM  
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement dated as of November 5, 2012 by Infinity Transportation, LLC, a Delaware limited liability company (the "Lessor").

**WITNESSETH:**

Lessor (as assignee of General Electric Railcar Services Corporation) and The Amalgamated Sugar Company LLC (the "Lessee") are parties to that certain Car Leasing Agreement 0432-83, relating to the Rider (as defined below) (as may be amended, modified and assigned, the "Lease Agreement"), dated as of July 31, 1989, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.


Lessor (as assignee of General Electric Railcar Services Corporation) and The Amalgamated Sugar Company LLC (the "Lessee") have executed Rider No. 20 Renewal No. 2 to Car Leasing Agreement 0432-83, dated as of November 14, 2008 (the "Rider") (which Rider incorporates the provisions of the Lease), and the Amendment dated November 22, 2011, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing the reporting marks and numbers as listed on Exhibit A hereto.

[signature page follows]

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

INFINITY TRANSPORTATION, LLC

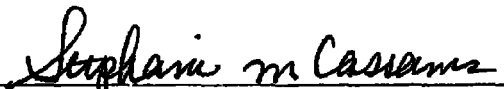
By:   
Jeffrey E. Edelman, President

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2012

STATE OF GEORGIA     )  
                                  ) SS:  
COUNTY OF FULTON    )

On this, the 5th day of November 2012, before a Notary Public in and for said State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Transportation, LLC, that said instrument was signed on November 5, 2012 on behalf of said limited liability company and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name:  
Notary Public

My Commission Expires:

[Memorandum of Lease Agreement]

**EXHIBIT A**

Twenty (20) railcars (3915 cubic foot PD covered hoppers), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	ITFX	1054
2	ITFX	1055
3	ITFX	1056
4	ITFX	1057
5	ITFX	1058
6	ITFX	1059
7	ITFX	1060
8	ITFX	1061
9	ITFX	1062
10	ITFX	1063
11	ITFX	1064
12	ITFX	1065
13	ITFX	1066
14	ITFX	1067
15	ITFX	1068
16	ITFX	1069
17	ITFX	1070
18	ITFX	1071
19	ITFX	1072
20	ITFX	1073

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/2/12

Edward M. Luria  
Edward M. Luria